

BROWN RUDNICK LLP

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*Counsel to the General Motors Nova Scotia
Finance Company Noteholders Identified Herein*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

**MOTORS LIQUIDATION COMPANY,
et al.,**

Debtors

Chapter 11

Case No. 09-50026 (REG)

(Jointly Administered)

**JOINDER OF CERTAIN NOTEHOLDERS OF GENERAL MOTORS NOVA SCOTIA
FINANCE TO THE OBJECTION OF APPALOOSA MANAGEMENT L.P., AURELIUS
CAPITAL MANAGEMENT, LP, ELLIOTT MANAGEMENT CORPORATION, AND
FORTRESS INVESTMENT GROUP LLC TO DEBTORS'**

AMENDED JOINT CHAPTER 11 PLAN

Certain holders of notes (the "Nova Scotia Notes")¹ issued by General Motors Nova Scotia Finance Company ("GM Nova Scotia") (collectively, the "Noteholders"),² by and through

¹ The Nova Scotia Notes include the following two series of notes issued by GM Nova Scotia on July 10, 2003: (i) those certain 350,000,000 principal amount of 8.735% guaranteed notes due December 7, 2015; and (ii) those certain 250,000,000 principal amount of 8.875% guaranteed notes due July 10, 2023.

² The Noteholders consist of the following entities: Anchorage Capital Master Offshore Ltd, Canyon-GRF Master Fund, L.P., Canyon Value Realization Fund L.P., CSS, LLC, CQS Directional Master Fund Inc., KIVU Investment Fund Limited, Knighthead Master Fund, LP, LMA SPC for and on behalf of MAP 84, Lyxor/Canyon Realization Fund, Ltd., Onex Debt Opportunity Fund, Ltd., Redwood Master Fund Ltd, and The Canyon Value Realization Master Fund, L.P.

their undersigned counsel Brown Rudnick LLP, hereby join in³ and incorporate the *Objection of Appaloosa Management L.P., Aurelius Capital Management, LP, Elliot Management Corporation, and Fortress Investment Group LLC to Debtors' Amended Joint Chapter 11 Plan* [Docket No. 9202] (the "Objection") as if fully set forth herein, and respectfully state that the *Debtors' Amended Joint Chapter 11 Plan* [Docket No. 8015] (the "Plan") should not be confirmed without the modifications described in the Objection.

Dated: February 11, 2011
New York, New York

Respectfully submitted,

BROWN RUDNICK LLP

By: /s/ Daniel J. Saval
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#8287494

³ The Noteholders submit this joinder in connection with any claims relating to the Nova Scotia Notes for which the Noteholders are the record holders or have a beneficial ownership interest therein.